

RECORDATION NO. 21342-C FILED

JAN 16 '07

3-07 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

January 11, 2007

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 17, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21342.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Elgin, Joliet and Eastern Railway Co.  
135 Jamison Lane  
Monroeville, PA 15146

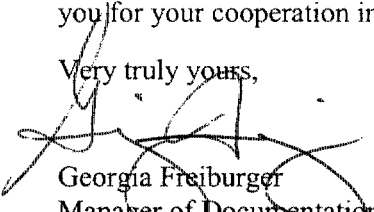
A description of the railroad equipment covered by the enclosed document is eighty-seven (87) 2743 cu. ft. gondola cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(EJE010)

JAN 16 '07

3-07 PM

ASSGN: EJE010

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17<sup>th</sup> day of August, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Elgin, Joliet and Eastern Railway Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 19, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR

Vice President Sales &amp; Marketing

By: Susan GrokulskaName: SUSAN GROKULSKY

Title: \_\_\_\_\_

Title: MGR OF DOCUMENTARY Executed on this 17<sup>th</sup> day of August, 2006.

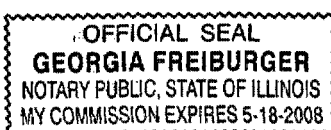
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of August, 2006.Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)

**LESSEE:**

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY

By: B. J. Culver

Name: CULVER, B. J.

Title: Director - Equipment Utility

**ATTEST:**

By: Nancy A. Titov

Name: Nancy A. Titov

Title: Assistant Secretary

Executed on this 8 day of August, 2006

[CORPORATE SEAL]

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY

I, NANCY A. TITOV, a Notary Public of the County and State aforesaid, certify that B. J. CULVER personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

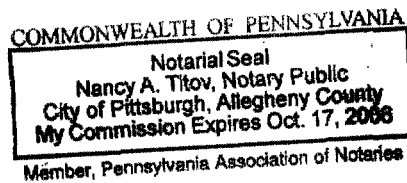
WITNESS my hand and official stamp or seal, this 8TH day of AUGUST, 2006.

Nancy A. Titov  
Notary Public

Commission Expires:

October 17, 2006

(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

- I. NUMBER OF CARS: Eighty-seven (87)
- II. DESCRIPTION OF CARS: 52'6" Gondola cars with 5'6" sides, 2743 cu.ft., 286,000 lb. capacity

III. CAR NUMBERS:

|             |             |             |
|-------------|-------------|-------------|
| NOKL 320200 | NOKL 322177 | NOKL 322240 |
| NOKL 320206 | NOKL 322182 | NOKL 322241 |
| NOKL 320210 | NOKL 322186 | NOKL 322243 |
| NOKL 320211 | NOKL 322187 | NOKL 322246 |
| NOKL 320218 | NOKL 322188 | NOKL 322249 |
| NOKL 320219 | NOKL 322190 | NOKL 322250 |
| NOKL 320227 | NOKL 322191 | NOKL 322251 |
| NOKL 320230 | NOKL 322194 | NOKL 322252 |
| NOKL 320232 | NOKL 322195 | NOKL 322253 |
| NOKL 320235 | NOKL 322196 | NOKL 322255 |
| NOKL 320259 | NOKL 322198 | NOKL 322256 |
| NOKL 320278 | NOKL 322202 | NOKL 322257 |
| NOKL 320279 | NOKL 322207 | NOKL 322262 |
| NOKL 320285 | NOKL 322209 | NOKL 322263 |
| NOKL 322115 | NOKL 322215 | NOKL 322264 |
| NOKL 322119 | NOKL 322216 | NOKL 322265 |
| NOKL 322125 | NOKL 322219 | NOKL 322268 |
| NOKL 322128 | NOKL 322221 | NOKL 322273 |
| NOKL 322134 | NOKL 322223 | NOKL 322278 |
| NOKL 322149 | NOKL 322224 | NOKL 322279 |
| NOKL 322151 | NOKL 322226 | NOKL 322281 |
| NOKL 322163 | NOKL 322227 | NOKL 322284 |
| NOKL 322164 | NOKL 322229 | NOKL 322288 |
| NOKL 322166 | NOKL 322230 | NOKL 322289 |
| NOKL 322167 | NOKL 322233 | NOKL 322290 |
| NOKL 322169 | NOKL 322234 | NOKL 322291 |
| NOKL 322174 | NOKL 322235 | NOKL 322292 |
| NOKL 322175 | NOKL 322237 | NOKL 322293 |
| NOKL 322176 | NOKL 322239 | NOKL 322296 |